

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LIVE WELL FINANCIAL, INC.,

Debtor.

Chapter 7

Case No. 19-11317-LSS

DAVID W. CARICKHOFF, as Chapter 7
Trustee of LIVE WELL FINANCIAL, INC.,

Plaintiff,

Adv. Pro. No. 21-50990-LSS

v.

STUART H. CANTOR, JAMES P.
KARIDES, BRETT J. ROME, LWFVEST,
LLC, NORTH HILL VENTURES II, LP,
FIVE ELMS EQUITY FUND I, L.P., FIVE
ELMS HAAKON, L.P., FIVE ELMS
COINVEST, L.P., JAMES BROWN,
GANTCHER FAMILY LIMITED
PARTNERSHIP, ERIC LEGOFF, and TITLE
WORKS OF VIRGINIA, INC.,

And

JOHN DOES 1–10,

Defendants.

**DEFENDANTS LWFVEST LLC, NORTH HILL VENTURES II, LP, FIVE ELMS
EQUITY FUND I, LP, FIVE ELMS HAAKON, LP, AND FIVE ELMS
COINVEST, LP, JAMES KARIDES, AND BRETT ROME’S MOTION TO
DISMISS THE TRUSTEE’S COMPLAINT**

Pursuant to Federal Rule of Civil Procedure 12(b)(6), applicable to this proceeding pursuant to Rule 7012 of the Federal Rules of Bankruptcy Procedure, Defendants LWFVest LLC, North Hill Ventures II, LP, Five Elms Equity Fund I, LP, Five Elms Haakon, LP, and Five Elms Coinvest, LP, James Karides, and Brett Rome (collectively the “Preferred

Shareholder Defendants”), by its undersigned counsel, hereby moves to dismiss all claims against the Preferred Shareholder Defendants in the Complaint filed by the Trustee in this adversary proceeding.¹

In support of this Motion to Dismiss the Trustee’s Complaint, the Preferred Shareholder Defendants rely upon the accompanying Opening Brief in Support of the Motion to Dismiss the Trustee’s Complaint and the accompanying exhibits.

WHEREFORE, the Preferred Shareholder Defendants respectfully requests that the Court:

- (A) Grant the Motion; and
- (B) Grant such other and further relief as the Court deems just and appropriate.

Respectfully submitted,

Dated: September 9, 2021

DLA PIPER LLP (US)

By: /s/ R. Craig Martin
R. Craig Martin (Delaware Bar No. 5032)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801
Telephone: (302) 468-5700
Facsimile: (302) 778-7913
Email: craig.martin@us.dlapiper.com

-and-

¹ Pursuant to Local Bankruptcy Rule 7012-1, Preferred Shareholder Defendants does not consent to the Bankruptcy Court entering final judgments or orders in this matter.

Richard M. Kremen (pro hac vice to be filed)
Dale K. Cathell (pro hac vice to be filed)
Adam J. Pié (pro hac vice to be filed)
The Marbury Building
6225 Smith Avenue
Baltimore, Maryland 21209-3600
Telephone: (410) 580-3000
Facsimile: (410) 580-3001
Email: richard.kremen@dlapiper.com
dale.cathell@dlapiper.com
adam.pie@dlapiper.com

*Counsel to James Karides, Brett Rome, LWFVest
LLC, North Hill Ventures II, LP, Five Elms
Equity Fund I, LP, Five Elms Haakon, LP and
Five Elms Coinvest, LP.*